**HGM: Annual Corporate Governance 2023**

On January 25, 2024, Ha Giang Mineral and Mechanics JSC announced Report No.01/BC-HGM on corporate governance in 2023 as follows:

* Name of listed company: Ha Giang Mineral and Mechanics JSC.
* Head office address: No. 390, Nguyen Trai Street, Ha Giang City, Ha Giang Province
* Tel: 02193866708 - Fax: 02193867068 - Email: [khoangsanhg@vnn.vn](mailto:khoangsanhg@vnn.vn)
* Charter capital: VND 126,000,000,000
* Securities code: HGM
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board and the Manager
* Internal audit execution: Unimplemented.

1. Activities of the General Meeting of Shareholders

On March 31, 2023, Ha Giang Mineral and Mechanics JSC held the Annual General Meeting of Shareholders 2023 at the Company’s head office.

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Promulgation date | Content |
| 1 | 01/NQ-DHDCD | March 31, 2023 | Annual General Mandate 2023 |

1. The Board of Directors:
2. Information about members of the Board of Directors:

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| No. | Member of the Board of Directors | Position  (Independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent members of the Board of Directors | |
| Appointment date | Dismissal date |
| 1 | Mr. Pham Thanh Do | Chair of the Board of Directors (Non-executive) | April 14, 2021 |  |
| 2 | Mr. Nguyen Viet Phuong | Deputy Chair of the Board of Directors (Non-executive) | April 14, 2021 |  |
| 3 | Mr. Tran Nguyen Nam | Member (Non-executive) | April 14, 2021 |  |
| 4 | Mr. Do Khac Hung | Member - Manager | April 14, 2021 |  |
| 5 | Mr. Ta Hong Thang | Member (Non-executive) | April 14, 2021 |  |
| 6 | Mr. Nguyen Trung Hieu | Member (Non-executive) | April 14, 2021 |  |
| 7 | Mr. Trinh Ngoc Hieu | Member - Deputy General Manager | April 14, 2021 |  |

2. Board Resolutions/Decisions promulgated in 2023:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | No. | Issue date | Content | | | | |
| 1 | 01/NQ-HDQT | February 8, 2023 |  | | | | |
| 2 | 21/NQ-HDQT | February 10, 2023 | ‎‎Article 1. Preliminarily agree on the Report of Production and Business Results in 2022 and the Direction for establishing the plan in 2023 of the Board of Directors, and report to the capital representative at the investment unit in 2022. Continue the implementation of divestment procedures at the investment unit according to the Resolution of the General Meeting of Shareholders 2022 and the Resolution of the Board of Directors.  ‎‎Article 2. Record the results of the financial statements in Q4/2022 and in 2022 before the audit.  Article 3: Agree on the direction of contents of the Board of Directors' proposals submitted to the Annual General Meeting of Shareholders 2023 for consideration and approval:  Proposal on building a production and business plan for 2023 and the Company's development orientation until 2026. Include following basic targets:  Metal production: 500 tons  Consumption: 700 tons  Revenue: VND 171 billion  Profit before tax (without provisions): VND 41 billion  Proposal on distributing profit in 2022:  Bonus for employees 3 months salary equivalent to VND 6.8 billion  Social security and welfare work: VND 2 billion  Bonus for exceeding the pre-provision pre-tax profit plan is VND 700 million.  Dividend payment in cash in 2022 is 40%  Proposal on selecting an audit company for financial statements in 2023 assigned to the Supervisory Board to consider and select to submit to the Annual General Meeting of Shareholders for approval.  Assign the Board of Managers to complete the contents for the Board of Directors to submit to the Annual General Meeting of Shareholders for approval.  ‎‎Article 4. Approve the emulation title review proposal in 2022 for the Executive Board and salary grading for the Board of Directors and Chief Accountant from January 1, 2023.  ‎‎Article 5. The Board of Directors, the Supervisory Board, the Board of Managers, the Chief Accountant, and other relevant units are responsible for implementing this Resolution.  This Resolution takes effect from the date of its signing. | | | | |
| 3 | 22/NQ-HDQT | March 10, 2023 | Article 1: Approve the contents of documents used at Annual General Meeting of Shareholders 2023  Report on the activities of the Board of Directors   1. And task direction in 2023;  * Report on activities of the Supervisory Board in 2022 * Proposal on the Audited Financial Statement 2022. * Proposal on profit and dividends distribution in 2022; * Approve the business plan and expected dividends in 2023; * Proposal on selecting an audit company for the Financial Statements 2023; * Report on paying remuneration for members of the Board of Directors, the Supervisory Board, the Secretary of the Board of Directors in 2022 and the Plan on paying remuneration in 2023; * Draft of the General Mandate in 2023   Article 2: The Board of Directors, the Supervisory Board, the Board of Managers, and related departments, and branches are responsible for implementing this Resolution.  This Resolution takes effect from the date of its signing. | | | | |
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| 4 | 23/NQ-HDQT | April 10, 2023 |  | | | | |
| 5 | 24/NQ-HDQT | April 20, 2023 | ‎‎Article 1. Approve the collecting of shareholders' opinions via a ballot regarding contents of the Annual General Meeting of Shareholders 2023 of Haiduong Mineral Eineal Processing JSC.  ‎‎Article 2. Approve the counting vote results of collecting opinions of members of the Board of Directors. Assign the Company to implement related works following the provisions of law.  ‎‎Article 3. The Board of Directors, the Supervisory Board, the Board of Managers, the Chief Accountant, the Capital Representative, and related departments are responsible for implementing this Resolution.  This Resolution takes effect from the date of its signing. | | | | |
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| 6 | 25/NQ-HDQT | April 20, 2023 | ‎‎Article 1. Approve contents of Annual General Meeting of Shareholders 2023 of Cao Bang Cast Iron And Steel Joint Stock Company.   * There are no comments on the proposal on approving the production and exploitation plan for the North of Na Rua Iron Mine due to insufficient accompanying information. * Approve other contents under the authority of the General Meeting of Shareholders.   ‎‎Article 2. Approve the counting vote results of collecting opinions of members of the Board of Directors. Assign the Company to implement related works in accordance with the provisions of law.  ‎‎Article 3. The Board of Directors, the Supervisory Board, the Board of Managers, the Chief Accountant, the Capital Representative and related departments are responsible for implementing this Resolution.  This Resolution takes effect from the date of its signing. | | | | |
| 7 | 26/NQ-HDQT | May 17, 2023 | ‎‎Article 1. Preliminarily agree on the production and business results report in Q1/2023, the production and business plan in Q2/2023 of the Board of Directors, and report to the capital representative at the investment unit in Q1/2023.  ‎‎Article 2. Record the results of the financial Statement in Q1/2023 prepared by the Company.  ‎‎Article 3. Approve the distribution of bonuses exceeding the profit plan in 2022 to the Company's Executive Board as in the General Mandate of the Annual General Meeting of Shareholders 2023. Assign the General Manager to implement.  Article 4: Agree on the hiring of a consulting unit to implement construction investment projects. Assign the General Manager to implement.  ‎‎Article 5. The Board of Directors, the Supervisory Board, the Board of Managers, the Chief Accountant, and other relevant units are responsible for implementing this Resolution.  This Resolution takes effect from the date of its signing. | | | | |
| 8 | 27/NQ-HDQT | August 2, 2023 | ‎‎Article 1. Preliminarily agree on the Report of production and business results in the first 6 months of 2023 and production and business plan in the last 6 months of 2023 of the Board of Directors, and report to the capital representative at the investment unit.  ‎‎Article 2. Record the results of the financial Statement in Q1/2023 prepared by the Company.  ‎‎Article 3. Agree the policy of hiring a consulting unit to carry out procedures for applying for an environmental permit, adjusting the exploitation license, and the recruitment workshop project. Assign the General Manager to implement.  ‎‎Article 4. Assign the Hanoi Branch to coordinate with the consulting unit to continue implementing divestment procedures at the investment unit.  ‎‎Article 5. The Board of Directors, the Supervisory Board, the Board of Managers, the Chief Accountant and other relevant units are responsible for implementing this Resolution. | | | | |
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| 9 | 28/NQ-HDQT | October 2, 2023 |  | | | | |
| 10 | 29/NQ-HDQT | October 24, 2023 | ‎‎Article 1. Agree the report on production and business results implemented in the first 9 months of 2023, production and business direction in Q4, direction for building production and business plan in 2024 of the Board of Directors and report to the capital representative at investment unit.  ‎‎Article 2. Preliminarily approve the Financial Statements for 9 months in 2023.  ‎‎Article 3. The Board of Directors, the Supervisory Board, the Board of Managers, the Chief Accountant and other relevant units are responsible for implementing this Resolution. | | | | |
| 11 | 30/NQ-HDQT | November 1, 2023 |  | | | | |
| 12 | 31/NQ-HDQT | December 18, 2023 | ‎‎Article 1. Approve the hiring of 01 experts to consult the Board of Directors on market and foreign affairs work.  ‎‎Article 2. Scope of work: Consult the Board of Directors on issues related to the market and foreign affairs, assist the Board of Directors in orienting the Company's development, and formulate an appropriate development strategy.   * The contract term is 01 year, depending on the actual situation or needs of each party, it can be considered for extension. * Comprehensive remuneration is VND 8 million/month (Including: holidays, Sundays, travel days, staying at work, and including personal income tax). * Management authority: Under the direct direction of the Board of Directors in each specific task.   ‎‎Article 3. Assign the Manager to sign contracts.  ‎‎Article 4. The Board of Directors, the Supervisory Board, the Board of Managers and related departments, branches are responsible for implementing this Resolution. | | | | |
| 13 | 01/QD-HDQT | February 14, 2023 | ‎‎Article 1. Bonus for individuals who have won the title of Grassroots Emulation Fighter and have made excellent achievements in production and business activities in 2022;   1. Mr. Do Khac Hung - Manager of the Company; 2. Mr. Trinh Ngoc Hieu - Deputy Manager of the Company; 3. Mr. Nguyen Van Bien - Deputy Manager of the Company; 4. Mr. Vu Thang Binh - Deputy Manager of the Company; 5. Ms. Hoang Le Khanh - Chief Accountant   ‎‎Article 2. The monetary reward and Certificate of Grassroots Emulation Soldier Title in 2022 are: VND 1,500,000/person;  Total amount: 5 persons x VND 1,500,000 x 12 months = VND 7,500,000  The bonus above was appropriated from bonus and welfare fund of the Company.  ‎‎Article 3. The Emulation and Commendation Council and heads of related departments and individuals named in Article 1 shall implement this Decision. | | | | |
| 14 | 02/QD-HDQT | February 14, 2023 | Article 1: Schedule salary levels in 2023 for the Board of Directors and Chief Accountant of the Company according to the Salary Regulations of the Company and Hanoi Branch. | | | | |
|  |  |  | No. | Full name | Position | Salary level | Note |
|  |  |  | 1 | Do Khac Hung | Manager | Level IV | Company's payroll |
|  |  |  | 2 | Trinh Ngoc Hieu | Deputy Manager | Level IV | Same as above |
|  |  |  | 3 | Trinh Ngoc Hieu | Deputy Manager | Level IV | Same as above |
|  |  |  | 4 | Vu Thang Binh | Deputy Manager | Level III | Branch's payroll |
|  |  |  | 5 | Hoang Le Khanh | Chief Accountant | Level IV | Company's payroll |
|  |  |  | Article 2: Validity period is 01 year, from January 1, 2023.  Article 3: Members of the Board of Directors, the Supervisory Board, the Board of Managers, Hanoi Branch, Heads of related departments and individuals named in Article 1 are responsible for implementing this Decision. | | | | |
| 15 | 03/QD-HDQT | March 31, 2023 | Article 1: Expenses for visits and diplomacy of the Company's Board of Directors  Amount: VND 100,000,000  Article 2: The above amount is accounted for in the Company's production and business operating expenses in 2023.  Article 3: The Board of Directors, the Supervisory Board, the Board of Managers, the Chief Accountant, Branches and Head of other relevant units are responsible for implementing this Decision. | | | | |
| 16 | 04/QD-HDQT | April 4, 2023 | Article 1: Remuneration rate of members of the Board of Directors, the Supervisory Board, the person in charge of corporate governance in 2023 as follows:  Chair of the Board of Directors:  VND 10,000,000/month  Deputy Chair of the Board of Directors: VND 8,000,000/month  Member of the Board of Directors: VND 8,000,000/month  Chief of the Supervisory Board: VND 8,000,000/month  Member of the Supervisory Board: VND 5,000,000/month  The person in charge of corporate governance: VND 5,000,000/month  Article 2: Exercise date: from January 01, 2023  Article 3: The Board of Directors, the Supervisory Board, the Board of Managers of the Company and individuals named in the list in Article 1 shall implement this Decision. | | | | |
| 17 | 05/QD-HDQT | May 26, 2023 | ‎‎Article 1. Bonuses for exceeding pre-tax profit plan in 2022 for members of the Company's Executive Board.  Amount: VND 700,000,000  The bonus level is based on the contribution to effective management and the completion of assigned tasks in 2022.  (List attached herewith)  ‎‎Article 2. The Executive Board's bonus will be transferred directly by the Company via a bank account.  ‎‎Article 3. Expenditures will be deducted from the remaining bonus and welfare fund of 2022.  ‎‎Article 4. Relevant departments are requested to be responsible for implementing this Decision.  ‎‎Article 5. This Decision takes effect from the date of its signing. | | | | |
| 18 | 06/QD-HDQT | July 12, 2023 | Article 1: Rank the salary level for Mr. Do Khac Hung - Manager of Ha Giang Mineral and Mechanics JSC;  Salary paid for social insurance: VND 36,000,000/month  Article 2: Time: From July 01, 2023.  Article 3: Members of the Board of Directors, the Supervisory Board, the Board of Managers, Heads and Deputy Heads of related departments, and Mr. Do Khac Hung are responsible for implementing this Decision. | | | | |
| 19 | 07/QD-HDQT | December 25, 2023 | Article 1: Spending on supporting operating expenses for the implementation of the Board of Directors in the last 6 months of 2023.  Amount: VND 317,500,000 Expenditures are deducted from the Company's production and business activities in 2023.  Article 2: The Board of Directors is responsible for effectively implementing the work to ensure the plan assigned by the General Meeting of Shareholders in 2023 with the provision of the Company's Charter, Regulations, and laws.  Article 3: The Board of Directors, the Supervisory Board, the Board of Managers, the Chief Accountant and Heads of other relevant units are responsible for implementing this Decision. | | | | |
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1. The Supervisory Board:
2. Information about members of the Supervisory Board

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| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Mr. Nguyen Ngoc Tuan | Chief | April 14, 2021 | Master of Economics |
| 2 | Ms. Nguyen Thi Luong Thanh | Member of the Supervisory Board | April 14, 2021 | Master of Economic Management |
| 3 | Mr. Nguyen Huu Trong | Member of the Supervisory Board | April 14, 2021 | Bachelor of Economics |

1. The Executive Board:

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Do Khac Hung | March 10, 1974 | Bachelor of Economics | Appointed on May 22, 2021 |
| 2 | Trinh Ngoc Hieu | December 20, 1965 | Electronic Engineer | Appointed on May 22, 2021 |
| 3 | Nguyen Van Bien | March 15, 1964 | Mining Engineer | Appointed on May 22, 2021 |
| 4 | Vu Thang Binh | December 9, 1977 | Master of Economics | Appointed on May 22, 2021 |

1. Chief Accountant

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| --- | --- | --- | --- | --- |
| No. | Member of the Executive Board | Date of birth | Qualification | Date of appointment/dismissal as member of the Executive Board |
| 1 | Ms. Hoang Le Khanh | February 12, 1977 | Bachelor of Economics | Appointed on May 22, 2021 |

1. Training on corporate governance: None.
2. List of affiliated persons of the public company and transactions between affiliated persons of the Company with the Company itself:
3. Transaction of PDMR and affiliated persons related to the Company’s shares:

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, bonus, etc.) |
| Number of shares | Rate | Number of shares | Rate |
| 1 | Mr. Nguyen Huu Dung | Biological father of Mr. Nguyen Huu Trong, member of the Supervisory Board | 10000 | 0.079% | 0 | 0% | Inherited |
| 2 | Mr. Nguyen Huu Trong | PDMR | 10200 | 0.08% | 200 | 0,001% | Sell for personal needs |

1. Other significant issues: None